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PIXAR and LUCASFILM LTD.

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA**

IN RE HIGH-TECH EMPLOYEE
ANTITRUST LITIGATION

Case No.: C 11-CV-2509-LHK

THIS DOCUMENT RELATES TO:

ALL ACTIONS

**DECLARATION OF RHONDA
HJORT SUBMITTED IN SUPPORT
OF DEFENDANTS' JOINT
ADMINISTRATIVE MOTION TO
FILE UNDER SEAL FILED
FEBRUARY 27, 2014**

DECLARATION OF RHONDA HJORT

I, Rhonda Hjort, declare as follows:

1. I am the Assistant Chief Counsel for Lucasfilm Ltd ("Lucasfilm"), and I am an attorney licensed to practice law in the State of California. The matters set forth herein are true

1 and correct of my own personal knowledge and information provided to me. If called as a
2 witness, I could and would testify competently thereto.

3 2. I submit this declaration pursuant to Civil Local Rule 79-5 and this Court's
4 Standing Order with respect to documents that Defendants request be maintained under seal.
5 See Defendants' Joint Administrative Motion to File Under Seal filed on February 27, 2014.
6 Lucasfilm requests that certain information designated as confidential by Lucasfilm and lodged
7 under seal be sealed pursuant to Civil Local Rule 79-5. In particular, Lucasfilm requests that
8 the Court maintain under seal portions of the Expert Report of Dr. Kevin M. Murphy ("Murphy
9 Report"), filed as Exhibit A attached to the Declaration of Christina Brown in support of
10 Defendants' Motion to Exclude the Expert Testimony of Edward E. Leamer, Ph.D. In April
11 2013, Lucasfilm moved to keep this information under seal, and this Court granted Lucasfilm's
12 request on September 30, 2013. See Docket No. 509.

13 3. A public version of this report was filed on February 27, 2014. In the public
14 version, the parties redacted those portions that refer to the contents of Lucasfilm's confidential
15 information.

16 4. I have reviewed the Murphy Report and Defendants' Administrative Motion.
17 Compelling reasons exist to file under seal the following exhibits and appendices, which contain
18 competitively sensitive and proprietary information about Lucasfilm's hiring and compensation
19 practices. Lucasfilm's proposed redactions to these documents are being lodged with the Court.

20 Murphy Report

21 With respect to information regarding Lucasfilm, compelling reasons exist to seal
22 Exhibits 2A (the column showing the number of Lucasfilm employees by year), 2B (the column
23 showing the number of Lucasfilm employees by year), and 5 (the column showing the number
24 of Lucasfilm Software Engineers by year). These materials reflect Lucasfilm's employment
25 figures and breakdowns, which Lucasfilm maintains in strict confidence. Lucasfilm could be
26 competitively harmed if other companies gained access to this information because, among
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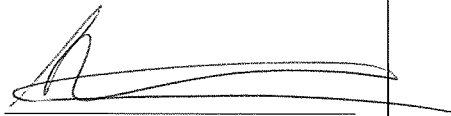
1 other things, it would enable a competitor to extrapolate or estimate Lucasfilm's compensation
2 budgets and compensation practices.

3 Compelling reasons also exist to seal Exhibits 8A (the column showing the composition
4 of total Lucasfilm compensation), 8B (the column showing the composition of total Lucasfilm
5 compensation), 10 (the chart reflecting Lucasfilm data) and 19 (the column showing
6 Lucasfilm's Average Change in Total Compensation), and Appendices 3A-4D (the columns
7 related to Lucasfilm), 5D, and 6D of the Murphy Report. The Exhibits and Appendices reflect
8 Lucasfilm's confidential compensation data. Lucasfilm strictly maintains the confidentiality of
9 its actual compensation numbers. Lucasfilm could be competitively harmed if other companies
10 gained access to this information because, among other things, it would enable competitors to
11 determine Lucasfilm's pay practices.

12 Because Lucasfilm has sought to maintain the confidentiality of the materials described
13 above, and because public disclosure of these materials could cause Lucasfilm significant harm,
14 the portions of the documents should be redacted and shielded from disclosure to Lucasfilm's
15 potential competitors.

16 5. I declare under penalty of perjury under the laws of the State of California and
17 the United States that the foregoing is true and correct.

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19 Executed on February 27, 2014, in San Francisco, CA.

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